

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

INDEPENDENT CELLULAR NETWORK, INC.)
FOR THE AUTHORIZATION OF THE DOMESTIC)
PUBLIC CELLULAR RADIO TELECOMMUNICATIONS)
OPERATOR TO RESTRUCTURE ITS CORPORATE) CASE NO. 92-468
ORGANIZATION PURSUANT TO KRS SECTION)
278.020(4))

O R D E R

On November 4, 1992, Independent Cellular Network, Inc. ("Independent Cellular") filed an application requesting the Commission approve its plan of corporate reorganization pursuant to KRS 278.020(4). Independent Cellular has been certified to provide cellular telecommunications service to the public in the Huntington, West Virginia, Ashland, Kentucky, and Ironton, Ohio Metropolitan Statistical Area.

Independent Cellular states that its parent, CC Industries, Inc. ("CC"), proposes to sell 800 shares of Independent Cellular's 1000 shares of issued and outstanding common stock to CC's parent company, Henry Crown and Company, an Illinois Limited Partnership ("Henry Crown and Company"). This will result in the direct, rather than the indirect, majority ownership of Independent Cellular by Henry Crown and Company. There will be no change in Independent Cellular's capital structure and it will not issue any new securities or evidences of indebtedness.

Based on the application and being otherwise sufficiently advised, the Commission finds that the corporate reorganization

contemplated by the parent of Independent Cellular will result in a change in the ownership and control of Independent Cellular's stock, but will not change its financial, technical and managerial ability to provide cellular telecommunications services to the public.

IT IS THEREFORE ORDERED that:

1. The proposed reorganization shall be and hereby is approved.

2. Independent Cellular shall give notice to the Commission within 30 days of the completion of the reorganization.

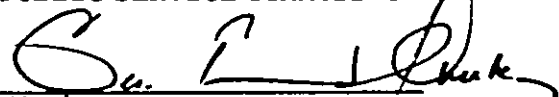
3. In the event the reorganization does not take place, Independent Cellular shall immediately notify the Commission in writing.

4. Within 20 days of the date of this Order, the parties shall file an organization chart showing the corporate structure of each of its Kentucky operations.

5. Within 20 days of the date of this Order, the parties shall file the complete corporate name and business name of each of its Kentucky operations reflecting the restructuring.

Done at Frankfort, Kentucky, this 14th day of December, 1992.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director